UNITED STATES DISTRICT COURT DISTRICT OF MINNESOTA FOURTH DIVISION

Steven B. Cummings, an individual; John Gardiner, an individual; John Gardiner as Custodian for Max A. Gardiner; John Gardiner as Custodian for Paige M. Gardiner; John Gardiner as Custodian for Jake W. Gardiner; David J. Gartner, an individual; David J. Gartner Profit Sharing Account; Stephen R. Gulbrandsen, an individual; Stephen R. Gulbrandsen Profit Sharing Account; Gregory T. Hegwood, an individual; Blake Johnson, LLC a limited liability company; Bryant Johnson; an individual; J. Evan Johnson, an individual; J. Evan Johnson Individual Retirement Account; Peter Johnson, an individual; R. Thomas Lane, an individual; Elizabeth J. Lane Individual Retirement Account; Craig Mandery, an individual; Mark R. Omlie and JoAnn Omlie, husband and wife; Gregory V. O'Toole Individual Retirement Account; Guy M. Peterson Individual Retirement Account; Jeffrey M. Petrik Individual Retirement Account; Sally A. Petrik Individual Retirement Account; Joseph H. Ryan, an individual; Sandra M. Ryan, an individual; Robert Spadafora, an individual; and Thomas C.

Plaintiffs,

VS.

Paramount Partners, LP; Crossroad Capital Management, LLC; John W. Lawton; Capital Solutions Management, LP; Capital Solutions Distributors, LLC; Charles T. Thompson; Timothy R. Redpath; and Michael W. Bozora.

Weekley Individual Retirement Account,

Defendants.

File No.: 09-cv-00847-RHK/JJK

AFFIDAVIT OF STEVEN M.
PHILLIPS IN SUPPORT OF
DEFENDANTS CAPITAL
SOLUTIONS
MANAGEMENT, LP,
CAPITAL SOLUTIONS
DISTRIBUTORS, LLC,
TIMOTHY R. REDPATH
AND MICHAEL W.
BOZORA'S MOTION TO
DISMISS

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

STEVEN M. PHILLIPS, being first duly sworn upon oath, hereby states as follows:

- 1. I am an attorney with the firm Anthony Ostlund Baer & Louwagie P.A.., counsel to defendants Capital Solutions Management, LP, Capital Solutions Distributors, LLC, Timothy R. Redpath and Michael W. Bozora ("Defendants") in this matter. I make this affidavit in support of Defendants' Motion to Dismiss.
- 2. I submit this Affidavit to place certain facts before the court. Attached to this Affidavit as Exhibits are true and correct copies of unpublished court decisions cited in defendants' memorandum:
 - <u>Exhibit A</u> In re MoneyGram Int'l, Inc. Sec. Litig., __ F. Supp. 2d __,2009 WL 1451582 (D. Minn. May 20, 2009)
 - Exhibit B Erickson v. Horing, No. 99-1468, 2001 WL 1640142 (D. Minn. Sept. 21, 2001)
 - Exhibit C Evangelical Lutheran Church in America Bd. of Pensions v. Spherion Pacific Workforce, No. 04-4791, 2005 WL 1041487 (D. Minn. May 4, 2005)
 - Exhibit D Zutz v. Case Corp., No. Civ.-02-1776 (PAM/RLE), 2003 WL 22848943 (D. Minn. Nov. 21, 2003)
 - Exhibit E Pecarina v. Tokai Corp., No. Civ.-01-1655 (ADM/AJB), 2002 WL 1023153 (D. Minn. May 20, 2002)

FURTHER YOUR AFFIANT SAYETH NOT.

	s/ Steven M. Phillips	
	Steven M. Phillips	
Subscribed and sworn to before me this 14 th day of July, 2009.		
s/ Geraldine Wilkie Notary Public		

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